

**ABSTRACT**

A multi-layered flooring composite with an acoustic underlayment. In one embodiment, the acoustic underlayment or layer includes a plurality of discrete beads of substantially elastic, resilient material. Portions of adjacent beads abut one another and other portions of the adjacent beads are spaced from each other. In the preferred embodiment, substantially all of the adjacent beads are integrally joined together at their abutting portions. The beads preferably have substantially truncated spherical shapes and are made of closed cell foam.